

Appendix 3B

New issue announcement, application for quotation of additional securities and agreement

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 1/7/96. Origin: Appendix 5. Amended 1/7/98, 1/9/99, 1/7/2000, 30/9/2001, 11/3/2002, 1/1/2003, 24/10/2005.

Name of entity

African Energy Resources Limited

ARBN

123 316 781

We (the entity) give ASX the following information.

Part 1 - All issues

You must complete the relevant sections (attach sheets if there is not enough space).

- 1 +Class of +securities issued or to be issued

Fully paid ordinary shares

- 2 Number of +securities issued or to be issued (if known) or maximum number which may be issued

3,250,000

- 3 Principal terms of the +securities (eg, if options, exercise price and expiry date; if partly paid +securities, the amount outstanding and due dates for payment; if +convertible securities, the conversion price and dates for conversion)

Fully paid ordinary shares

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

4	Do the +securities rank equally in all respects from the date of allotment with an existing +class of quoted +securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	Yes.	
5	Issue price or consideration	\$0.085	
6	Purpose of the issue (If issued as consideration for the acquisition of assets, clearly identify those assets)	Conversion of unlisted options.	
7	Dates of entering +securities into uncertificated holdings or despatch of certificates	29 June 2012	
8	Number and +class of all +securities quoted on ASX (including the securities in clause 2 if applicable)	Number	+Class
		330,126,735	Ordinary Shares

+ See chapter 19 for defined terms.

	Number	*Class
9	Number and *class of all *securities not quoted on ASX (including the securities in clause 2 if applicable)	
	500,000	Options exercisable at 12.5c on or before 31/12/2013
	250,000	Options exercisable at 70c on or before 31/12/2013
	1,500,000	Options exercisable at 90c on or before 31/12/2013
	1,500,000	Options exercisable at 110c on or before 31/12/2013
	1,500,000	Options exercisable at 130c on or before 31/12/2013
	2,225,000	Options exercisable at 80c on or before 31/12/2013
	782,499	Options exercisable at 62.5c on or before 25/07/2014
	9,768,964	Options exercisable at 50c on or before 31/12/2013
10	Dividend policy (in the case of a trust, distribution policy) on the increased capital (interests)	The Company does not have a dividend policy

Part 2 - Bonus issue or pro rata issue

11	Is security holder approval required?	N/A
12	Is the issue renounceable or non-renounceable?	N/A
13	Ratio in which the *securities will be offered	N/A
14	*Class of *securities to which the offer relates	N/A
15	*Record date to determine entitlements	N/A
16	Will holdings on different registers (or subregisters) be aggregated for calculating entitlements?	N/A
17	Policy for deciding entitlements in relation to fractions	N/A

+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

18	Names of countries in which the entity has *security holders who will not be sent new issue documents Note: Security holders must be told how their entitlements are to be dealt with. Cross reference: rule 7.7.	N/A
19	Closing date for receipt of acceptances or renunciations	N/A
20	Names of any underwriters	N/A
21	Amount of any underwriting fee or commission	N/A
22	Names of any brokers to the issue	N/A
23	Fee or commission payable to the broker to the issue	N/A
24	Amount of any handling fee payable to brokers who lodge acceptances or renunciations on behalf of *security holders	N/A
25	If the issue is contingent on *security holders' approval, the date of the meeting	N/A
26	Date entitlement and acceptance form and prospectus or Product Disclosure Statement will be sent to persons entitled	N/A
27	If the entity has issued options, and the terms entitle option holders to participate on exercise, the date on which notices will be sent to option holders	N/A
28	Date rights trading will begin (if applicable)	N/A
29	Date rights trading will end (if applicable)	N/A
30	How do *security holders sell their entitlements <i>in full</i> through a broker?	N/A

+ See chapter 19 for defined terms.

31	How do *security holders sell <i>part</i> of their entitlements through a broker and accept for the balance?	N/A
32	How do *security holders dispose of their entitlements (except by sale through a broker)?	N/A
33	*Despatch date	N/A

Part 3 - Quotation of securities

You need only complete this section if you are applying for quotation of securities

34 Type of securities (*tick one*)

(a) ☒ Securities described in Part 1

(b) ☐ All other securities

Example: restricted securities at the end of the escrowed period, partly paid securities that become fully paid, employee incentive share securities when restriction ends, securities issued on expiry or conversion of convertible securities

Entities that have ticked box 34(a)

Additional securities forming a new class of securities

Tick to indicate you are providing the information or documents

35 ☐ If the *securities are *equity securities, the names of the 20 largest holders of the additional *securities, and the number and percentage of additional *securities held by those holders

36 ☐ If the *securities are *equity securities, a distribution schedule of the additional *securities setting out the number of holders in the categories

1 - 1,000

1,001 - 5,000

5,001 - 10,000

10,001 - 100,000

100,001 and over

37 ☐ A copy of any trust deed for the additional *securities

Entities that have ticked box 34(b)

38	Number of securities for which *quotation is sought	N/A
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+ See chapter 19 for defined terms.

Appendix 3B
New issue announcement

39	Class of ⁺ securities for which quotation is sought	N/A					
40	Do the ⁺securities rank equally in all respects from the date of allotment with an existing ⁺class of quoted ⁺securities? If the additional securities do not rank equally, please state: • the date from which they do • the extent to which they participate for the next dividend, (in the case of a trust, distribution) or interest payment • the extent to which they do not rank equally, other than in relation to the next dividend, distribution or interest payment	N/A					
41	Reason for request for quotation now Example: In the case of restricted securities, end of restriction period (if issued upon conversion of another security, clearly identify that other security)	N/A					
42	Number and ⁺ class of all ⁺ securities quoted on ASX (<i>including</i> the securities in clause 38)	<table border="1"> <thead> <tr> <th>Number</th> <th>⁺Class</th> </tr> </thead> <tbody> <tr> <td>N/A</td> <td>N/A</td> </tr> </tbody> </table>	Number	⁺ Class	N/A	N/A	
Number	⁺ Class						
N/A	N/A						

⁺ See chapter 19 for defined terms.

Quotation agreement

- 1 +Quotation of our additional +securities is in ASX's absolute discretion. ASX may quote the +securities on any conditions it decides.
- 2 We warrant the following to ASX.
 - The issue of the +securities to be quoted complies with the law and is not for an illegal purpose.
 - There is no reason why those +securities should not be granted +quotation.
 - An offer of the +securities for sale within 12 months after their issue will not require disclosure under section 707(3) or section 1012C(6) of the Corporations Act.

Note: An entity may need to obtain appropriate warranties from subscribers for the securities in order to be able to give this warranty
 - Section 724 or section 1016E of the Corporations Act does not apply to any applications received by us in relation to any +securities to be quoted and that no-one has any right to return any +securities to be quoted under sections 737, 738 or 1016F of the Corporations Act at the time that we request that the +securities be quoted.
 - If we are a trust, we warrant that no person has the right to return the +securities to be quoted under section 1019B of the Corporations Act at the time that we request that the +securities be quoted.
- 3 We will indemnify ASX to the fullest extent permitted by law in respect of any claim, action or expense arising from or connected with any breach of the warranties in this agreement.
- 4 We give ASX the information and documents required by this form. If any information or document not available now, will give it to ASX before +quotation of the +securities begins. We acknowledge that ASX is relying on the information and documents. We warrant that they are (will be) true and complete.

Sign here:



Print name: Daniel Davis
Company Secretary
4 July 2012

+ See chapter 19 for defined terms.

S708 Notice

The Corporations Act 2001 (the Act) restricts the on-sale of securities issued without disclosure, unless the sale is exempt under Section 708 or 708A. By the Company giving this notice, sale of the Shares will fall within the exemption in Section 708A(5) of the Act.

Shares were issued without disclosure to investors under Part 6D.2, in reliance on Section 708A(5) of the Act.

The Company gives this notice pursuant to Section 708A(5)(e) of the Act.

The Company, as at the date of this notice, has complied with:

- i. the provisions of Chapter 2M of the Act; and
- ii. Section 674 of the Act.

As at the date of this notice, there is no excluded information for the purposes of Section 708A(7) or 708A(8) of the Act.

+ See chapter 19 for defined terms.

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	African Energy Resources Limited
ARBN	123 316 781

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Alasdair Campbell Cooke
Date of last notice	21 May 2012

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Glenlaren Pty Ltd Burls Holdings Pty Ltd (Trustee of Family Trust) Melissa Cooke (Spouse)
Date of change	29 June 2012
No. of securities held prior to change	Direct 13,188,489 Ordinary Shares 1,187,652 Unlisted Options exercisable at 31.25 cents on or before 30 June 2012 400,000 Unlisted Options exercisable at 8.5 cents on or before 30 June 2012 250,000 Unlisted Options exercisable at 90 cents on or before 31 December 2013 250,000 Unlisted Options exercisable at 110 cents on or before 31 December 2013 250,000 Unlisted Options exercisable at 130 cents on or before 31 December 2013

Appendix 3Y
Change of Director's Interest Notice

	Indirect	12,221,014 Ordinary Shares (Glenlaren) 2,293,422 Ordinary Shares (Burls Holdings) 650,000 Ordinary Shares (Melissa Cooke)
Class	Ordinary shares	
Number acquired	Direct	400,000 Ordinary Shares
Number disposed	Direct	400,000 Unlisted Options exercisable at 8.5 cents on or before 30 June 2012 (upon exercise) Direct 1,187,652 Unlisted Options exercisable at 31.25 cents on or before 30 June 2012 (expired)
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$34,000	
No. of securities held after change	Direct	13,588,489 Ordinary Shares 250,000 Unlisted Options exercisable at 90 cents on or before 31 December 2013 250,000 Unlisted Options exercisable at 110 cents on or before 31 December 2013 250,000 Unlisted Options exercisable at 130 cents on or before 31 December 2013
	Indirect	12,221,014 Ordinary Shares (Glenlaren) 2,293,422 Ordinary Shares (Burls Holdings) 650,000 Ordinary Shares (Melissa Cooke)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Exercise of unlisted options and expiry of unlisted options	

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – ⁺Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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Change of Director's Interest Notice

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Introduced 30/9/2001.

Name of entity	African Energy Resources Limited
ARBN	123 316 781

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Michael Paul Curnow
Date of last notice	17 April 2012

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Gold Service Industries Pty Ltd <The Curnow Super Fund Account>
Date of change	29 June 2012
No. of securities held prior to change	677,991 ordinary shares 899,736 unlisted options exercisable at 31.25 cents on or before 30/06/2012
Class	Ordinary shares
Number acquired	Nil
Number disposed	899,736 unlisted options exercisable at 31.25 cents on or before 30/06/2012 (expiry of options)
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	N/A
No. of securities held after change	677,991 ordinary shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Expiry of unlisted options

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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Introduced 30/9/2001.

Name of entity	African Energy Resources Limited
ARBN	123 316 781

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Charles Frazer Tabeart
Date of last notice	14 November 2011

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Indirect
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Revenge Holdings Pty Ltd <Tabcart Super Fund A/C>
Date of change	29 June 2012
No. of securities held prior to change	Direct 1,426,703 ordinary shares 1,972,824 unlisted options exercisable at 31.25 cents on or before 30/06/2012 750,000 Unlisted Options exercisable at 90 cents on or before 31 December 2013 750,000 Unlisted Options exercisable at 110 cents on or before 31 December 2013 750,000 Unlisted Options exercisable at 130 cents on or before 31 December 2013
	Indirect 100,000 ordinary shares (Revenge Holdings) 131,872 ordinary shares (Dina Tabeart) 1,000,000 unlisted options exercisable at 8.5 cents on or before 30/06/2012 (Dina Tabeart)
Class	Ordinary shares
Number acquired	Indirect 1,000,000 Ordinary Shares (Dina Tabeart)

Number disposed	Indirect 1,000,000 Unlisted Options exercisable at 8.5 cents on or before 30 June 2012 (upon exercise) Direct 1,972,824 Unlisted Options exercisable at 31.25 cents on or before 30 June 2012 (expired)
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$85,000
No. of securities held after change	Direct 1,426,703 ordinary shares 750,000 Unlisted Options exercisable at 90 cents on or before 31 December 2013 750,000 Unlisted Options exercisable at 110 cents on or before 31 December 2013 750,000 Unlisted Options exercisable at 130 cents on or before 31 December 2013 Indirect 100,000 ordinary shares (Revenge Holdings) 1,131,872 ordinary shares (Dina Tabear)
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Exercise of unlisted options and expiry of unlisted options

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	No
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

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Introduced 30/9/2001.

Name of entity	African Energy Resources Limited
ARBN	123 316 781

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Gregory William Fry
Date of last notice	23 February 2011

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	The Fry Family Superfund
Date of change	29 June 2012
No. of securities held prior to change	Direct 2,703,211 Ordinary Shares 818,160 Unlisted Options exercisable at 31.25 cents on or before 30 June, 2012 700,000 Unlisted Options exercisable at 8.5 cents on or before 30 June, 2012 500,000 Unlisted Options exercisable at 90 cents on or before 31 December 2013 500,000 Unlisted Options exercisable at 110 cents on or before 31 December 2013 500,000 Unlisted Options exercisable at 130 cents on or before 31 December 2013
	Indirect 896,981 Ordinary Shares
Class	Ordinary shares
Number acquired	Direct 700,000 Ordinary Shares

Number disposed	Direct 700,000 Unlisted Options exercisable at 8.5 cents on or before 30 June 2012 (upon exercise) 818,160 Unlisted Options exercisable at 31.25 cents on or before 30 June 2012 (expired)
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$59,500
No. of securities held after change	Direct 3,403,211 Ordinary Shares 500,000 Unlisted Options exercisable at 90 cents on or before 31 December 2013 500,000 Unlisted Options exercisable at 110 cents on or before 31 December 2013 500,000 Unlisted Options exercisable at 130 cents on or before 31 December 2013
	Indirect 896,981 Ordinary Shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Exercise of unlisted options and expiry of unlisted options

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a ⁺closed period where prior written clearance was required?	N/A
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A

Appendix 3Y

Change of Director's Interest Notice

Information or documents not available now must be given to ASX as soon as available. Information and documents given to ASX become ASX's property and may be made public.

Introduced 30/9/2001.

Name of entity	African Energy Resources Limited
ARBN	123 316 781

We (the entity) give ASX the following information under listing rule 3.19A.2 and as agent for the director for the purposes of section 205G of the Corporations Act.

Name of Director	Valentine Chitalu
Date of last notice	9 December 2010

Part 1 - Change of director's relevant interests in securities

In the case of a trust, this includes interests in the trust made available by the responsible entity of the trust

Note: In the case of a company, interests which come within paragraph (i) of the definition of "notifiable interest of a director" should be disclosed in this part.

Direct or indirect interest	Direct
Nature of indirect interest (including registered holder) Note: Provide details of the circumstances giving rise to the relevant interest.	Beneficiary of Trust
Date of change	29 June 2012
No. of securities held prior to change	Direct 89,048 Ordinary Shares 899,736 Unlisted Options exercisable at 31.25 cents on or before 30 June 2012 100,000 Unlisted Options exercisable at 8.5 cents on or before 30 June 2012
	Indirect 299,625 Ordinary Shares
Class	Ordinary shares
Number acquired	Direct 100,000 Ordinary Shares
Number disposed	Direct 100,000 Unlisted Options exercisable at 8.5 cents on or before 30 June 2012 (upon exercise) 899,736 Unlisted Options exercisable at 31.25 cents on or before 30 June 2012 (expired)
Value/Consideration Note: If consideration is non-cash, provide details and estimated valuation	\$8,500
No. of securities held after change	Direct 189,048 Ordinary Shares

	Indirect 299,625 Ordinary Shares
Nature of change Example: on-market trade, off-market trade, exercise of options, issue of securities under dividend reinvestment plan, participation in buy-back	Exercise of unlisted options and expiry of unlisted options

Part 2 – Change of director's interests in contracts

Note: In the case of a company, interests which come within paragraph (ii) of the definition of "notifiable interest of a director" should be disclosed in this part.

Detail of contract	N/A
Nature of interest	N/A
Name of registered holder (if issued securities)	N/A
Date of change	N/A
No. and class of securities to which interest related prior to change Note: Details are only required for a contract in relation to which the interest has changed	N/A
Interest acquired	N/A
Interest disposed	N/A
Value/Consideration Note: If consideration is non-cash, provide details and an estimated valuation	N/A
Interest after change	N/A

Part 3 – +Closed period

Were the interests in the securities or contracts detailed above traded during a +closed period where prior written clearance was required?	N/A
If so, was prior written clearance provided to allow the trade to proceed during this period?	N/A
If prior written clearance was provided, on what date was this provided?	N/A